



**RESOLUTION OF THE GOVERNING BODY
OF THE
THREE AFFILIATED TRIBES
OF THE
FORT BERTHOLD INDIAN RESERVATION**

A Resolution entitled, "Engagement of Donsia Strong Hill – Tyson Strong Hill Connor LLP and Dorsey & Whitney LLP as Bond Counsel and Borrower’s Counsel for the Three Affiliated Tribes’ Bond Financing and

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-laws pursuant to said Act; and

WHEREAS, The Constitution and By-laws of the Three Affiliated Tribes was adopted by membership of the Tribes on May 15th, 1936 pursuant to the Indian Reorganization Act of 1934 and duly approved by the Secretary of Interior; and

WHEREAS, Article III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, The Constitution of the Three Affiliated Tribes authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, The Tribal Business Council desires to refinance the current tribal obligations, new working capital needs and new construction needs into a single financial instrument; and

WHEREAS, The Tribal Business Council has reviewed the Proposal and now finds it desirable to enter into a legal services agreement with Donsia Strong Hill - Tyson Strong Hill Connor LLP and Dorsey & Whitney LLP to represent the Tribes with regard to its proposed financing through General Obligation Taxable and Tax Exempt Bonds for the Three Affiliated Tribes.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes hereby approves the legal services proposal with Donsia Strong Hill – Tyson Strong Hill Connor LLP and Dorsey & Whitney LLP to serve as borrower’s counsel and bond counsel for the Tribes’ proposed financing through General Obligation Taxable and Tax Exempt Bonds for the Three Affiliated Tribes; and

BE IF FURTHER RESOLVED, the Tribal Business Council authorizes and directs the Legal Department to finalize a Legal Services Contract for Godfrey & Kahn, LC serve as the Bond and Borrower’s Counsel; and



BE IT FURTHER RESOLVED, The Tribal Business Council directs the Tribal Chairman and the Tribal Treasurer to execute Legal Services Contract and any other necessary documents to carry out the intent of this Resolution; and

BE IT FINALLY RESOLVED, This resolution and actions contained herein shall supersede and rescind **Tribal Resolution 09-089 VJB**.


CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 5 were present at a Special Meeting thereof duly called, noticed, convened and held on the 29th day of July, 2009, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

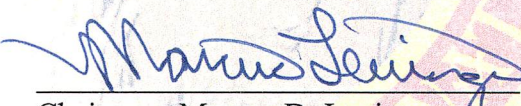
Chairman [] Voting. [] Not Voting.

Dated this 29th day of July, 2009.

ATTEST:



Executive Secretary, V. Judy Brugh.
Tribal Business Council



Chairman, Marcus D. Levings
Tribal Business Council